

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

LORD ABBETT AFFILIATED FUND, INC., *et al.*, Individually and on Behalf of All Others
Similarly Situated,

Plaintiff,

v.

NAVIENT CORPORATION, JOHN F. REMONDI, SOMSAK CHIVAVIBUL, WILLIAM M. DIEFENDERFER, III, ANN TORRE BATES, DIANE SUITT GILLELAND, LINDA MILLS, BARRY A. MUNITZ, STEVEN L. SHAPIRO, JANE J. THOMPSON, BARRY L. WILLIAMS, CREDIT SUISSE SECURITIES (USA) LLC, DEUTSCHE BANK SECURITIES INC., J.P. MORGAN SECURITIES LLC, RBC CAPITAL MARKETS, LLC, BARCLAYS CAPITAL INC., GOLDMAN, SACHS & CO., MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, RBS SECURITIES INC., and WELLS FARGO SECURITIES, LLC,

Defendants.

C.A. No. 16-112-GMS

**MOTION TO DISMISS UNDER FED. R. CIV. P. 12(b)(6) BY NAVIENT
CORPORATION AND THE INDIVIDUAL DEFENDANTS**

Defendants Navient Corporation (“Navient” or the “Company”)¹ and the individual Defendants² (“Individual Defendants,” and collectively with Navient, “Defendants”) hereby move the Court for entry of an order dismissing all of the claims against them under Federal Rule of Civil Procedure 12(b)(6). The grounds for this motion are more fully set forth in

¹ Defendants respectfully submit herewith a Declaration of Christopher S. Turner in support (“Turner Declaration” or “Turner Decl.”), exhibits to which are designated “Ex. ____.” This Motion incorporates the meanings of “Navient” and “Company” in Ex. 2 (2014 Form 10-K).

² The individual Defendants are John F. Remondi, Somsak Chivavibul, William M. Diefenderfer, III, Ann Torre Bates, Diane Suitt Gilleland, Linda Mills, Barry A. Munitz, Steven L. Shapiro, Jane J. Thompson, and Barry L. Williams.

Defendants' Opening Brief In Support Of their Motion to Dismiss Under Fed. R. Civ. P. 12(b)(6)
filed contemporaneously herewith.

RICHARDS, LAYTON & FINGER, P.A.

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